

**EXHIBIT A**

**MIDLAND FUNDING NCC-2 CORPORATION  
PURCHASE AND SALE AGREEMENT**

**November 2005 Base/UCS/Associates Accounts**

This Purchase and Sale Agreement (the "Agreement") is made as of November 30, 2005, between Citibank (South Dakota), N.A. (the "Bank"), a national banking association organized under the laws of the United States, located at 701 East 60<sup>th</sup> Street North, Sioux Falls, SD 57117, and Midland Funding LLC ("Buyer"), organized under the laws of the State of Delaware, with its headquarters/principal place of business at 8875 Aero Drive, Suite 200, San Diego, CA 92123.

WHEREAS, the Bank desires to sell and Buyer desires to purchase certain of the Bank's credit card accounts on the terms and conditions hereinafter provided;

NOW, THEREFORE, in consideration of the mutual promises herein, Buyer and Bank agree as follows:

**1. DEFINITIONS**

1.1 "Account Document" means, with respect to any Account, any application, agreement, billing statement, notice, correspondence, guaranty, or other information in the Bank's possession that relates to an Account. An Account Document may include, without limitation, original documents or copies thereof, whether by photocopy, microfiche, microfilm or other reproduction process. Excluded from the definition of Account Document is any correspondence, report, information, internal analyses, sensitive attorney-client privileged documents, internal memoranda, documents, credit information, regulatory reports, and/or internal assessments of valuation of such Account, or any other documents relating to an Account that may be, but are not necessarily, missing or excluded (whether intentionally or unintentionally).

1.2 "Accounts" means the Bank's credit card accounts and receivables listed on the Asset Schedule (attached hereto as Exhibit 1) the balances of which the Bank has written off for accounting purposes, subject to adjustment as of the Cut-Off Date (as defined below) in accordance with Section 2.2.

1.3 "Cardholder" means the person in whose name an Account was established.

1.4 "Closing Date" means November 30, 2005, or such other date mutually agreed to by Buyer and the Bank.

1.5 "Cut-Off Date" means November 28, 2005.

IN WITNESS WHEREOF, the parties have executed this Agreement by their duly authorized officers as of the date first written above.

Citibank (South Dakota), N.A.

By: Douglas C. Morrison, VP  
(Signature) Citicards  
Chief Fin. Officer/Q & T Finance  
Name: 0000391579  
Sioux Falls, SD  
Title: (605) 331-2855

Midland Funding LLC

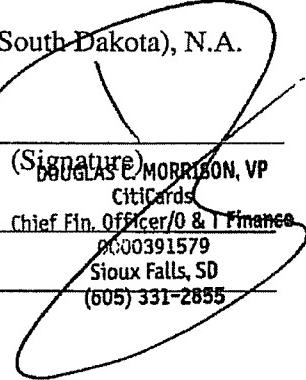
By: J. Brandon Black  
(Signature)  
Name: J. Brandon Black  
President  
Title: \_\_\_\_\_

**BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT**

THIS BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of November 30, 2005, between Citibank (South Dakota), N.A., a national banking association organized under the laws of the United States, located at 701 East 60th Street North, Sioux Falls, SD 57117 (the "Bank") and Midland Funding LLC, located at 8875 Aero Drive, Suite 200, San Diego, CA 92123 ("Buyer").

For value received and subject to the terms and conditions of the Purchase and Sale Agreement dated November 30, 2005, between Buyer and the Bank (the "Agreement"), the Bank does hereby transfer, sell, assign, convey, grant, bargain, set over and deliver to Buyer, and to Buyer's successors and assigns, all Bank's right, title and interest in and to the Accounts described in Section 1.2 of the Agreement.

Except as provided for in the Agreement, this Bill of Sale, Assignment and Assumption Agreement is executed without recourse and without representations or warranties including, without limitation, warranties as to collectibility.

Citibank (South Dakota), N.A.  
By: \_\_\_\_\_  
  
(Signature)  
DOUGLAS C. MORRISON, VP  
CitiCards  
Name: \_\_\_\_\_ Chief Fin. Officer/O & I Finance  
Title: \_\_\_\_\_ 000391579  
Title: \_\_\_\_\_ Sioux Falls, SD  
Title: \_\_\_\_\_ (605) 331-2855

Midland Funding LLC  
By: \_\_\_\_\_  
  
(Signature)  
Name: \_\_\_\_\_ J. Brandon Black  
Title: \_\_\_\_\_ President  
Title: \_\_\_\_\_ 